

STATE OF NEW MEXICO
TOWN OF EDGEWOOD
COUNTY OF SANTA FE

The Town Council (the "Governing Body") of the Town of Edgewood, New Mexico, met in regular session in full conformity with law and the rules and regulations of the Governing Body at the Edgewood Community Center, 27 East Frontage Road, Edgewood, New Mexico being the meeting place of the Governing Body for the regular meeting held on the 18th day of October, 2017, at the hour of 6:30 p.m. Upon roll call, the following members were found to be present:

Present: Councilor Rita Loy Simmons _____
 Councilor Sherry Abraham _____
 Councilor Linda Holle _____
 Mayor John Bassett _____

Absent: Councilor John Abrams _____

Also Present: Clerk/Treasurer Juan Torres _____
 Deputy Clerk Carla Salazar _____
 Police Chief Ron Crow _____

Thereupon, there was officially filed with the Town Clerk-Treasurer a copy of a proposed resolution in final form.

TOWN OF EDGEWOOD, NEW MEXICO
RESOLUTION NO. 2017-20
(RESTATING AND REPLACING RESOLUTION NO. 2017-13)

RELATING TO THE \$2,696,483 LOAN AGREEMENT DATED DECEMBER 12, 2014 (THE "LOAN AGREEMENT") BY AND BETWEEN THE TOWN OF EDGEWOOD, NEW MEXICO (THE "GOVERNMENTAL UNIT") AND THE NEW MEXICO FINANCE AUTHORITY (THE "FINANCE AUTHORITY"), ENTERED INTO FOR THE PURPOSE OF PERFORMING SITE WORK AND ACQUIRING AND CONSTRUCTING A FACILITY CONTAINING ADMINISTRATIVE OFFICES, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; FURTHER RELATING TO RESOLUTION NO. 2015-26 AUTHORIZING AN AMENDMENT TO THE LOAN AGREEMENT TO PROVIDE FUNDING FOR THE PURPOSE OF FINANCING THE CONSTRUCTION OF AN ANIMAL SHELTER, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; AUTHORIZING A SECOND AMENDMENT TO THE LOAN AGREEMENT TO PROVIDE FUNDING FOR THE PURPOSE OF PERFORMING SITE WORK AND ACQUIRING AND CONSTRUCTING A FACILITY CONTAINING ADMINISTRATIVE OFFICES AND FOR THE CONSTRUCTION OF AN ANIMAL SHELTER, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; EXTENDING THE TIME TO EXPEND PROCEEDS OF THE LOAN AGREEMENT; RATIFYING ACTIONS HERETOFORE TAKEN; REPEALING ALL ACTION INCONSISTENT WITH THIS RESOLUTION; AND AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE AMENDMENT TO THE LOAN AGREEMENT.

Capitalized terms used in the following recitals have the same meaning as defined in Section 1 of the Loan Agreement unless otherwise defined in the preambles or Section 1 of this Resolution, or unless the context requires a different meaning.

WHEREAS, the Governmental Unit is a legally and regularly created, established, organized and existing municipality under the general laws of the State of New Mexico; and

WHEREAS, the Governmental Unit executed and delivered to the Finance Authority a Loan Agreement dated December 12, 2014, in the aggregate principal amount of \$2,696,483 (the "Loan Agreement") for the purpose of financing the costs of performing site work and acquiring and constructing a facility containing administrative offices, a municipal court, a library, a multi-purpose meeting room and a separate police department for the Governmental Unit (the "Original Project"); and

WHEREAS, the Governmental Unit had subsequently determined not to proceed with the administrative offices portion of the Original Project, and further, the Governing Body had determined that it was in the best interests of the Governmental Unit and its residents that the Loan Agreement be amended to provide that the proceeds of the Loan Agreement could be used to finance the costs of an animal shelter, in addition to a municipal court, a library, a multi-purpose

meeting room and a separate police department for the Governmental Unit (the “Previously Amended Project”); and

WHEREAS, the Governing Body has determined and hereby determines that it is in the best interests of the Governmental Unit and its residents that the Loan Agreement be further amended to provide that the proceeds of the Loan Agreement may again be used to finance the costs of performing site work and acquiring and constructing a facility containing administrative offices, in addition to an animal shelter, a municipal court, a library, a multi-purpose meeting room and a separate police department for the Governmental Unit (the “New Project”); and

WHEREAS, it is necessary and appropriate to amend the provisions of the Loan Agreement as set forth below to provide that the purpose of the Loan Agreement shall be to provide funding for the New Project; and

WHEREAS, the Governing Body intends that all other provisions of the Loan Agreement remain effective; and

WHEREAS, it is necessary and appropriate to request an extension of time from the Finance Authority to expend the unspent proceeds of the Loan Agreement for the New Project; and

WHEREAS, on July 19, 2017, the Governing Body previously adopted Resolution No. 2017-03 (the “Prior Resolution”) authorizing the New Project and an amendment to the Loan Agreement; and

WHEREAS, the Governing Body desires to adopt this Resolution to amend, restate and replace the Prior Resolution in its entirety.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE TOWN OF EDGEWOOD, NEW MEXICO:

Section 1. Definitions.

“Loan Agreement Amendment” means the Amendment to the Loan Agreement authorized by this Resolution.

“New Project” means the costs of performing site work and acquiring and constructing a facility containing administrative offices, in addition to an animal shelter, a municipal court, a library, a multi-purpose meeting room and a separate police department for the Governmental Unit for the Governmental Unit, and for any other governmental purpose for which the Pledged Revenues may lawfully be used.

“Resolution” means this Resolution No. 2017-__ adopted by the Governing Body on October 18, 2017 approving the Loan Agreement Amendment and replacing the Prior Resolution.

Section 2. Ratification. All actions heretofore taken (not inconsistent with the provisions of this Resolution) by the Governing Body and officers of the Governmental Unit directed toward the execution and delivery of the Loan Agreement Amendment is hereby ratified, approved and confirmed.

Section 3. Loan Agreement Amendment – Authorization and Detail.

A. Authorization. This Resolution has been adopted by the affirmative vote of at least a majority of all of the members of the Governing Body. For the purpose of protecting the public health, conserving the property, protecting the general welfare and prosperity of the citizens of the Governmental Unit, it is hereby declared necessary that the Governmental Unit, pursuant to the Act, enter into the Loan Agreement Amendment, and the execution and delivery of the Loan Agreement Amendment is hereby authorized.

B. Detail. The Loan Agreement Amendment shall be in the form presented to the Governing Body at the meeting of the Governing Body at which this Resolution was adopted. The Loan Agreement Amendment shall provide in substance that the Loan Proceeds shall be used for the New Project instead of the Original Project and all other provisions of the Loan Agreement shall remain effective.

C. Approval of Bond Counsel. The Loan Agreement Amendment, the use of the Loan Agreement proceeds for the New Project, and the extension of the three-year time period which the Governmental Unit had to expend the Proceeds of the Loan Agreement to the date specified in the Loan Agreement Amendment, have been approved by Bond Counsel.

Section 4. Approval of Loan Agreement Amendment. The form of the Loan Agreement Amendment as presented at the meeting of the Governing Body at which this Resolution was adopted is hereby approved. Authorized Officers are hereby authorized to execute, acknowledge and deliver the Loan Agreement Amendment with such changes, insertions and omissions as may be approved by such Authorized Officers, and the Town Clerk-Treasurer is hereby authorized to affix the seal of the Governmental Unit on the Loan Agreement Amendment and attest the same, and the execution of the Loan Agreement Amendment by Authorized Officers shall be conclusive evidence of such approval. Authorized Officers are further authorized to execute such other documents as may be required by the Finance Authority, including, without limitation, closing certificates.

Section 5. Resolution Irrepealable. After the Loan Agreement Amendment has been executed and delivered, this Resolution shall be and remain irrepealable until the Loan shall be fully paid, canceled and discharged, as provided in the Loan Agreement.

Section 6. Severability Clause. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 7. Repealer Clause. All bylaws, orders, resolutions, and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any bylaw, order, resolution or ordinance, or part thereof, heretofore repealed.

Section 8. Effective Date. Upon due adoption of this Resolution, it shall be authenticated by the signatures of the Mayor and the Town Clerk-Treasurer of the Governmental

Unit, and the title and general summary of the subject matter contained in this Resolution (set out in Section 9 below) shall be published in a newspaper which maintains an office and is of general circulation in the Governmental Unit, or posted in accordance with law, and said Resolution shall be in full force and effect thereafter, in accordance with law.

Section 9. Action Confirmed; Prior Resolution Repealed. All action heretofore taken by the Governing Body and the Mayor of the Governmental Unit not inconsistent with the provisions of this Resolution are hereby ratified, approved and confirmed. This Resolution amends, restates and replaces the Prior Resolution in its entirety.

Section 10. General Summary for Publication. Pursuant to the general laws of the State, the title and a general summary of the subject matter contained in this Resolution shall be published in substantially the following form:

(Form of Summary of Resolution for Publication)

Town of Edgewood, New Mexico
Notice of Adoption of Resolution

Notice is hereby given of the title and of a general summary of the subject matter contained in Resolution No. 2017-__, duly adopted and approved by the Governing Body of the Town of Edgewood, New Mexico, on October 18, 2017. A complete copy of the Resolution is available for public inspection during the normal and regular business hours of the Town Clerk-Treasurer, 1911 Highway 333, Edgewood, New Mexico. The title of the Resolution is:

TOWN OF EDGEWOOD, NEW MEXICO
RESOLUTION NO. 2017-20
(RESTATING AND REPLACING RESOLUTION NO. 2017-13)

RELATING TO THE \$2,696,483 LOAN AGREEMENT DATED DECEMBER 12, 2014 (THE "LOAN AGREEMENT") BY AND BETWEEN THE TOWN OF EDGEWOOD, NEW MEXICO (THE "GOVERNMENTAL UNIT") AND THE NEW MEXICO FINANCE AUTHORITY (THE "FINANCE AUTHORITY"), ENTERED INTO FOR THE PURPOSE OF PERFORMING SITE WORK AND ACQUIRING AND CONSTRUCTING A FACILITY CONTAINING ADMINISTRATIVE OFFICES, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; FURTHER RELATING TO RESOLUTION NO. 2015-26 AUTHORIZING AN AMENDMENT TO THE LOAN AGREEMENT TO PROVIDE FUNDING FOR THE PURPOSE OF FINANCING THE CONSTRUCTION OF AN ANIMAL SHELTER, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; AUTHORIZING A SECOND AMENDMENT TO THE LOAN AGREEMENT TO PROVIDE FUNDING FOR THE PURPOSE OF PERFORMING SITE WORK AND ACQUIRING AND CONSTRUCTING A FACILITY CONTAINING ADMINISTRATIVE OFFICES AND FOR THE CONSTRUCTION OF AN ANIMAL SHELTER, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING

ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; EXTENDING THE TIME TO EXPEND PROCEEDS OF THE LOAN AGREEMENT; RATIFYING ACTIONS HERETOFORE TAKEN; REPEALING ALL ACTION INCONSISTENT WITH THIS RESOLUTION; AND AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE AMENDMENT TO THE LOAN AGREEMENT.

A general summary of the subject matter of the Resolution is contained in its title. This notice constitutes compliance with Section 6-14-6, NMSA 1978.

(End of Form of Summary for Publication)

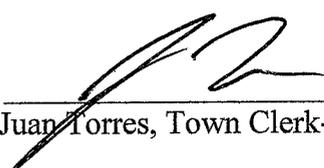
PASSED, APPROVED AND ADOPTED THIS 18th DAY OF OCTOBER, 2017.

TOWN OF EDGEWOOD, NEW MEXICO

By: 
John Bassett, Mayor

[SEAL]

ATTEST:

By: 
Juan Torres, Town Clerk-Treasurer



Town Council Member Rita Loy Simmons then moved adoption of the foregoing Resolution, duly seconded by Town Council Member Sherry Abraham.

The motion to adopt said Resolution, upon being put to a vote, was passed and adopted on the following recorded vote:

Those Voting Aye: Councilor Linda Holle
Councilor Sherry Abraham
Councilor Rita Loy Simmons

Those Voting Nay: _____

Those Absent: Councilor John Abrams

Three (3) members of the Governing Body having voted in favor of said motion, the Mayor declared said motion carried and said Resolution adopted, whereupon the Mayor and the Town Clerk-Treasurer signed the Resolution upon the records of the minutes of the Governing Body.

After consideration of matters not relating to the Resolution, the meeting on the motion duly made, seconded and unanimously carried, was adjourned.

TOWN OF EDGEWOOD, NEW MEXICO

By: 
John Bassett, Mayor

[SEAL]

ATTEST:

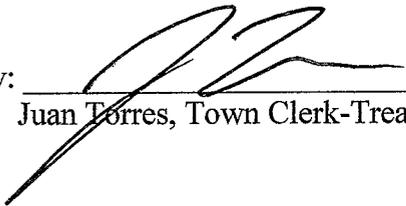
By: 
Juan Torres, Town Clerk-Treasurer

EXHIBIT "A"

Meeting Agenda
of the October 18, 2017
Town Council Meeting

(See attached)

STATE OF NEW MEXICO
TOWN OF EDGEWOOD
COUNTY OF SANTA FE

I, Juan Torres, the duly qualified and acting Town Clerk-Treasurer of the Town of Edgewood, New Mexico (the "Governmental Unit"), do hereby certify:

1. The foregoing pages are a true, perfect, and complete copy of the record of the proceedings of the Town Council of the Town of Edgewood, New Mexico (the "Governing Body"), constituting the governing body of the Governmental Unit had and taken at a duly called regular meeting held at the Edgewood Community Center, 27 East Frontage Road, Edgewood, New Mexico, on October 18, 2017, at the hour of 6:30 p.m., insofar as the same relate to the execution and delivery of the proposed Loan Agreement Amendment, a copy of which is set forth in the official records of the proceedings of the Governing Body kept in my office. None of the action taken has been rescinded, repealed, or modified.

2. Said proceedings were duly had and taken as therein shown, the meeting therein was duly held, and the persons therein named were present at said meeting, as therein shown.

3. Notice of said meeting was given in compliance with the permitted methods of giving notice of regular meetings of the Governing Body as required by the Governmental Unit's open meetings standards presently in effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of October, 2017.

TOWN OF EDGEWOOD, NEW MEXICO

By: _____

Juan Torres
Town Clerk-Treasurer

[SEAL]

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